# EXHIBIT 13

REDACTED

	Page 1
1	UNITED STATES DISTRICT COURT
	NORTHERN DISTRICT OF ILLINOIS
2	EASTERN DIVISION
3	
4	DOROTHY FORTH, DONNA BAILEY, )
	LISA BULLARD, RICARDO GONZALES, )
5	CYNTHIA RUSSO, TROY TERMINE, )
	INTERNATIONAL BROTHERHOOD OF )
6	ELECTRICAL WORKERS LOCAL 38 )
	HEALTH AND WELFARE FUND, )
7	INTERNATIONAL UNION OF )
	OPERATING ENGINEERS LOCAL 295- )
8	295C WELFARE FUND, AND )
	STEAMFITTERS FUND LOCAL 439, on )
9	Behalf of Themselves and All )
	Similarly Situated, )
10	)
	Plaintiffs, )
11	) Civil No.
	vs. ) 17-CV-2246
12	)
	WALGREEN CO., )
13	)
	Defendant. )
14	
15	
16	** CONFIDENTIAL **
17	
18	The video deposition of MICHAEL AMIET, taken
19	before Richard Derrick Ehrlich, Registered Merit
20	Reporter, Certified Realtime Reporter, taken
21	pursuant to the Federal Rules of Civil Procedure, at
22	Reed Smith, LLP, 10 S. Wacker Drive, Chicago,
23	Illinois, commencing at 9:00 a.m., on the 20th day
24	of November, 2019.
25	

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1	MS. COLEMAN: I'll object to the scope to
2	the extent that you're discussing the retail
3	price files versus the PSC price files.
4	MR. GUGLIELMO: I'm just trying to he's
5	used the term "retail price," and I think
6	that to the extent there's a U & C aspect to
7	that, obviously we have that information. It's
8	been produced. So I don't want to exclude
9	information that's been produced.
10	So you can make your objection. I'm just
11	trying to understand I don't want to
12	under-include information that's been produced.
13	MS. COLEMAN: Understood.
14	BY MR. GUGLIELMO:
15	Q So let's start off, maybe divide it into two.
16	You mentioned "retail prices" earlier.
17	What do you mean by "retail prices"?
18	A I mean the prices that what we call a cash
19	paying customer would pay. And so those are
20	individuals who are not using, who are not
21	members of any Prescription Savings Club,
22	they're not using any kind of a third-party
23	discount card, which we can talk more about what
24	that is, or they're not members who have a
25	third-party insurance benefit.

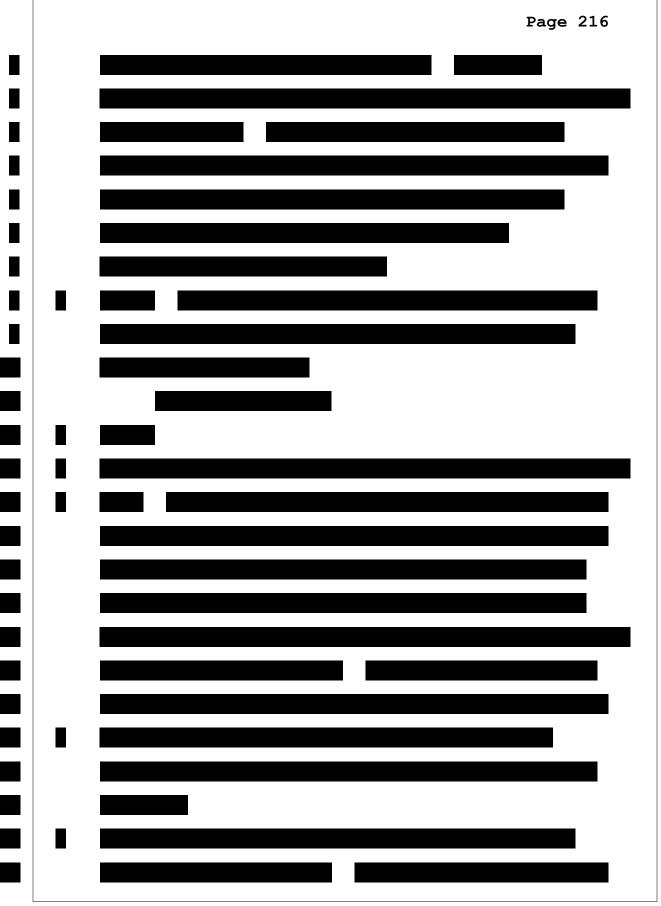
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1	And so these are, from Walgreens'
2	prospective, just members of the general public
3	who walk in, and they will pay a retail price
4	that we have that the next person, who also
5	didn't have any of those three things I
6	mentioned, would pay that same price at that
7	same store on the same day.
8	Q And so the retail price, is that also synonymous
9	with the usual and customary price?
10	MS. COLEMAN: Objection to form.
11	THE WITNESS: "Usual and customary" is a
12	term in our contracts.
13	For purposes of what we're discussing today
14	that's defined in those agreements. So the
15	retail price is how we have defined the usual
16	and customary price in our agreements, but I'm
17	not sure what you mean by synonymous.
18	BY MR. GUGLIELMO:
19	Q So when you're looking for a retail price to
20	charge a customer on a particular day in a
21	particular store for a particular drug, what is
22	Walgreens looking at?
23	What data information are they looking at
24	to determine that?
25	In other words, what price where is that

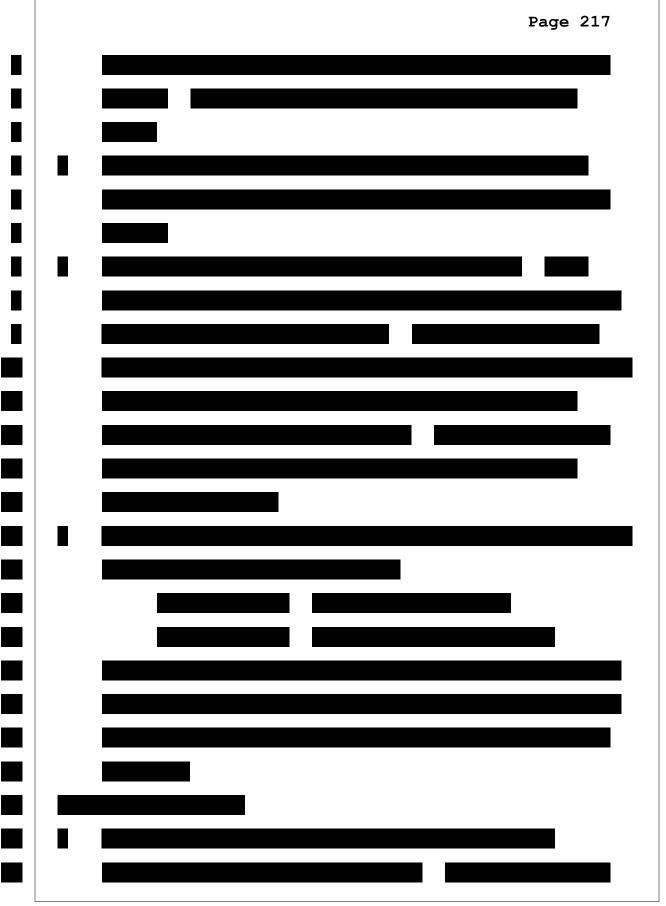
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1	price? Is it the usual and customary price, or
2	is it something else?
3	MS. COLEMAN: Objection to form.
4	THE WITNESS: The price that the pharmacist
5	would charge to a cash customer, the retail
15	BY MR. GUGLIELMO:
16	Q And what to the extent it's a data element,
17	what is it called?
18	A I don't know.
19	Q Okay. And to the extent there's an NDC code
20	associated with it, what's the NDC code?
21	MS. COLEMAN: Objection to form.
22	THE WITNESS: An NDC code actually refers
23	not to any price. It refers to a particular
24	drug.
25	\\\

Page 78 1 to part with something of significant value to 2 that customer in order to be part of your club program, then they're going to use that club 3 program. And so they're going to bring their 4 5 prescriptions to us even if they have to drive 6 past a CVS to do it. And so that was another 7 reason. 8 Any other reasons for charging a membership fee? Q 9 Α I know that as we were looking at other 10 programs, and as we were thinking about the 11 options for what made the most sense, we wanted 12 to be sure that the PSC club price was 13 distinguished and differentiated from our retail 14 price or our cash price, and that membership fee 15 was an element that insured that. 16 And why was it important to Walgreens to 0 17 distinguish between the PSC club price and the 18 retail price or cash price? 19 Α We had a retail price that we set in the way 20 that retailers always set their price. 21 looking at the other retail prices of our key competitors in the market, both other national 22 23 pharmacy chains and grocers en masse, and trying 24 to balance the desire to drive revenue from 25 those purchases with a desire to get as large a

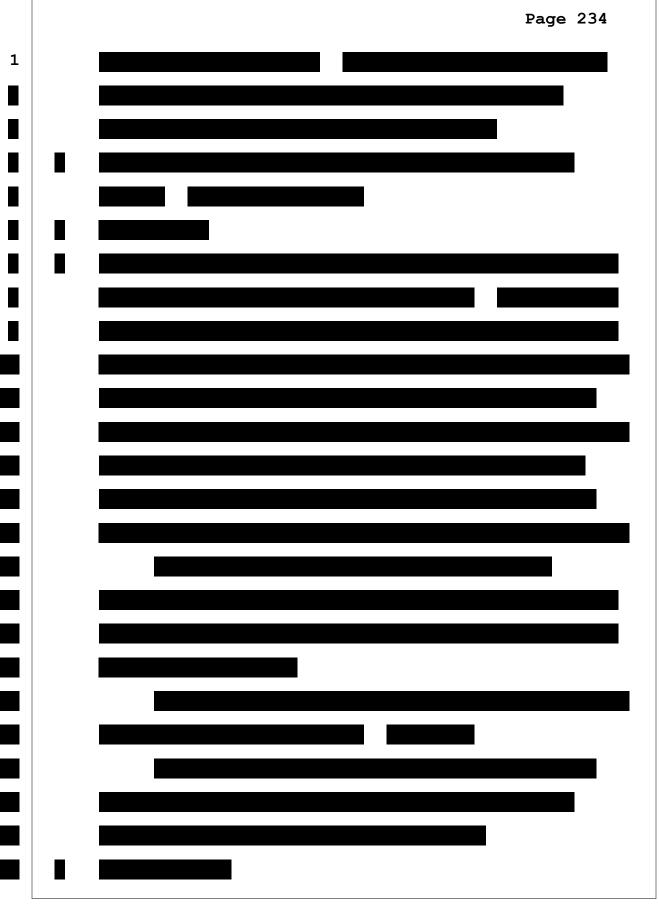
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1	market share of those retail transactions as
2	possible. And so we were setting our retail
3	price levels to optimize that equation, and we
4	wanted to be able to have a different set of
5	prices that we could provide to these
6	underinsured and uninsured price sensitive
7	customers without any impact to that retail
8	price.
9	Q And so is it your understanding that Walgreens,
10	part of the reasons for implementing the
11	membership fee was to allow it to have a
12	different set of prices?
13	MS. COLEMAN: Objection. Form.
14	THE WITNESS: The membership fee helped to
15	insure that the club price that people could
16	only access by actively joining the program,
17	agreeing to the terms and conditions and paying
18	that fee, that that club price would be distinct
19	from the retail price that existed and continues
20	to exist independent of this club price.
21	BY MR. GUGLIELMO:
22	Q And in setting the membership fee, when the PSC
23	was launched in 2008, what was the membership
24	fee?
25	A It was \$20 for an individual or \$35 for a family

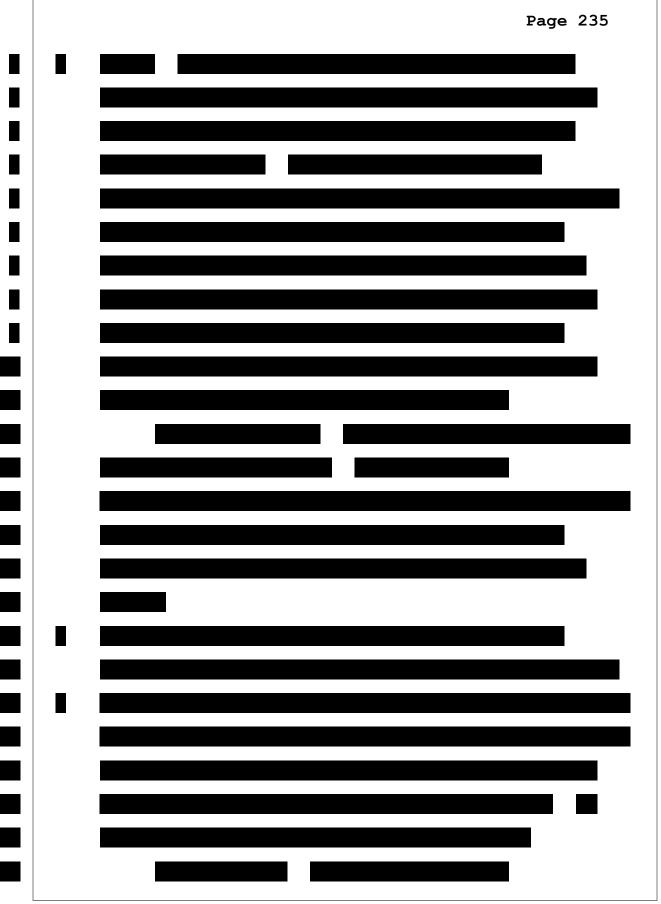
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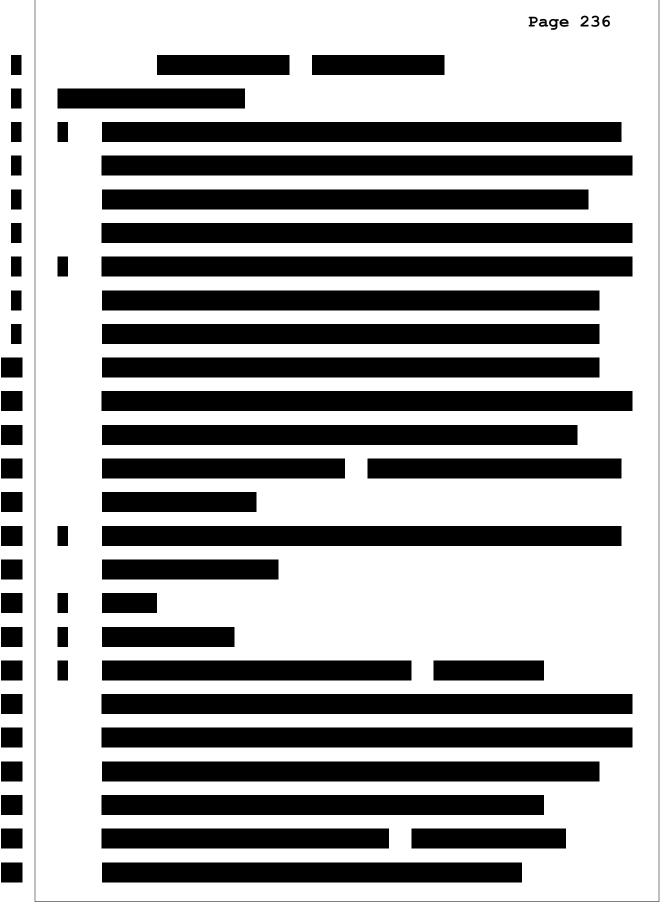


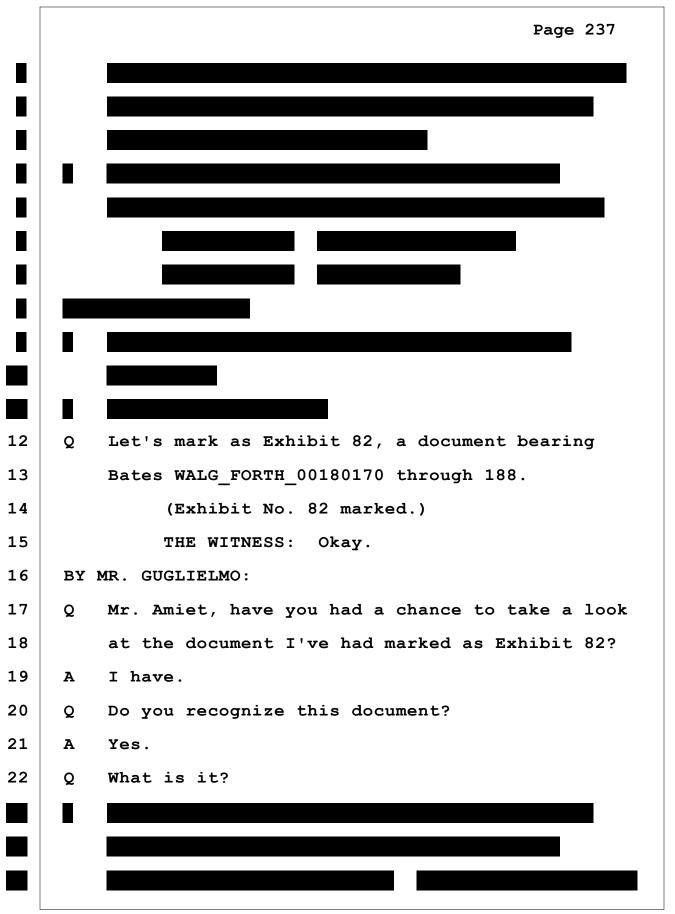


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1	(Exhibit No. 81 marked.)
2	MR. LEIB: Counsel, you've marked this
3	document before. Do you happen to know the
4	prior document number that you used for this
5	document?
6	MR. GUGLIELMO: I do not believe I've
7	marked this document before.
8	MS. COLEMAN: I don't think you have. I
9	think Jason has.
10	MR. GUGLIELMO: Okay. To the extent it was
11	marked as a prior exhibit, we can substitute
12	that number here rather than duplicating
13	efforts. I did not know it was a previously
14	marked document.
15	MR. LEIB: Okay.
16	THE WITNESS: Okay.
17	BY MR. GUGLIELMO:
18	Q Have you seen this document marked as Exhibit
19	81?
20	A I have, yes.
21	Q









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1	CERTIFICATE
2	I, Richard D. Ehrlich, a Certified Shorthand
3	Reporter of the State of Illinois, CSR License No.
4	084-4018, do hereby certify that I stenographically
5	reported the proceedings had at the video deposition,
6	
7	as aforesaid, and that the foregoing transcript is a
8	true and accurate record of the proceedings had
9	therein.
10	IN WITNESS WHEREOF, I do set my hand at
11	Chicago, Illinois, this 13th day of December, 2019.
12	
13 14	UD FREL
15	Richard D. Ehrlich Certified Shorthand Reporter
16	License No. 084.4018
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